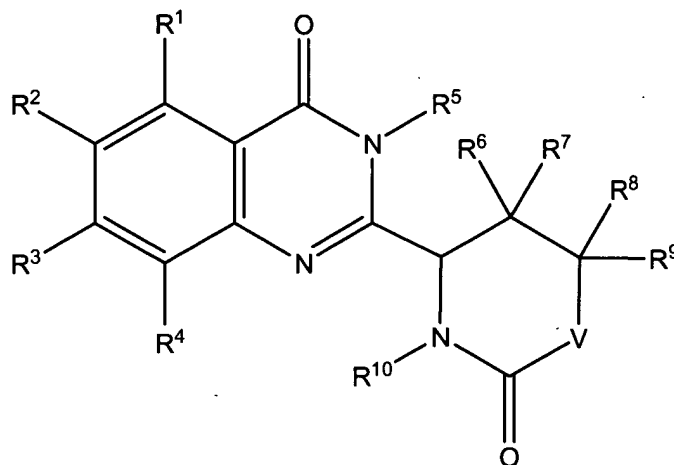


**AMENDMENTS TO THE CLAIMS:**

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently amended) A compound selected from the group represented by Formula I:



Formula I

where:

V is a covalent bond, CR'R'' or NR''',

R' and R'' being independently hydrogen, hydroxy, amino, aryl, ~~optionally~~ substituted aryl, alkylamino, ~~optionally~~ substituted alkylamino, alkyl,

~~optionally~~ substituted alkyl, alkoxy, or ~~optionally~~ substituted alkoxy, and

R''' being hydrogen, alkyl, ~~optionally~~ substituted alkyl, aryl, ~~optionally~~ substituted

aryl, aralkyl, ~~optionally~~ substituted aralkyl, heteroaryl, ~~optionally~~

substituted heteroaryl, heteroaralkyl, or ~~optionally~~ substituted

heteroaralkyl;

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, hydroxy, alkyl, ~~optionally~~ substituted

alkyl, alkoxy, ~~optionally~~ substituted alkoxy, halogen or cyano;

R<sup>5</sup> is hydrogen, alkyl, ~~optionally~~ substituted alkyl, aryl, ~~optionally~~ substituted aryl, aralkyl, ~~optionally~~ substituted aralkyl, heteroaryl, ~~optionally~~ substituted heteroaryl, heteroaralkyl, or ~~optionally~~ substituted heteroaralkyl;

R<sup>6</sup> to R<sup>9</sup> are independently hydrogen, hydroxy, alkyl, ~~optionally~~ substituted alkyl, alkoxy, ~~optionally~~ substituted alkoxy, aryl, ~~optionally~~ substituted aryl, alkylamino, or ~~optionally~~ substituted alkylamino, provided that neither R<sup>8</sup> nor R<sup>9</sup> is hydroxy or alkoxy when V is NR'''; and

R<sup>10</sup> is hydrogen, alkyl, ~~optionally~~ substituted alkyl, aryl, ~~optionally~~ substituted aryl, aralkyl, ~~optionally~~ substituted aralkyl, heteroaryl, ~~optionally~~ substituted heteroaryl, heteroaralkyl, or ~~optionally~~ substituted heteroaralkyl,

or a pharmaceutically acceptable salt ~~or solvate~~ thereof, wherein "substituted" as used with regard to alkyl, aryl, aralkyl, heteroaryl and heterocyclyl refers to an alkyl, aryl, aralkyl, heteroaryl or heterocyclyl moiety, respectively, wherein one or more hydrogen atoms are replaced by a substituent independently selected from the group: acyl, acyloxy, alkyl, alkoxy, alkylendioxy, amino, alkylamino, dialkylamino, carbonylamino, benzyloxycarbonylamino, carboxamido, amidino, aryl, aralkyl, aryloxy, aralkoxy, heteroaryl, heteroaralkyl, heteroaryloxy, heteroaralkoxy, carboxy (--COOH), cyano, halogen, hydroxy, nitro, sulfanyl, sulfinyl, sulfonyl and thio.

2. (Currently amended) The compound of claim 1 comprising one or more of the following:

V is CH<sub>2</sub>, or NR''';

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, halo, lower alkyl, substituted lower alkyl, lower alkoxy or cyano;

R<sup>5</sup> is aralkyl or substituted aralkyl;

R<sup>6</sup> to R<sup>9</sup> are independently hydrogen, lower alkyl, or ~~optionally~~ substituted lower alkyl;

and R<sup>10</sup> is benzyl, ~~optionally~~ substituted benzyl, phenyl, or ~~optionally~~ substituted phenyl.

3. (Original) The compound of Claim 2 comprising one or more of the following:

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R<sup>5</sup> is benzyl or substituted benzyl;

R<sup>6</sup> to R<sup>9</sup> are hydrogen; and

R<sup>10</sup> is benzyl or p-methyl-benzyl.

4. (Original) The compound of Claim 3 where R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen, or three of R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen and the fourth is halo, methoxy, methyl or cyano.

5. (Currently amended) The compound of Claim 4 where V is -NH-, -N(alkyl)-, or -N(substituted alkyl)-N(H) or N(optionally substituted alkyl).

6. (Canceled)

7. (Withdrawn) The compound of Claim 4 where V is CH<sub>2</sub>.

8. (Currently Amended) ~~The compound of Claim 1,~~ A compound selected from:

3-benzyl-7-chloro-2-[3-benzyl-2- -oxo-hexahydro-pyrimidin-4-yl]-3H-quinazolin-4-one;

3-benzyl-7-chloro-2-[3-(4-methyl-benzyl)-2-oxo-hexahydro-pyrimidin-4-yl]-3*H*-quinazolin-4-one;  
3-benzyl-2-(1-benzyl-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one;  
3-benzyl-2-(1-(4-methyl-benzyl)-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one; and  
2-[-1-(2-amino-ethyl)-3-(4-methyl-benzyl)-2-oxo-hexahydro-pyrimidin-4-yl]-3-benzyl-7-chloro-3*H*-quinazolin-4-one,  
or a pharmaceutically acceptable salt or solvate thereof.

9. (Currently Amended) ~~The compound of Claim 1,~~ A compound selected from:

3-benzyl-7-chloro-2-[3-(4-methyl-benzyl)-2-oxo-hexahydro-pyrimidin-4-yl]-3*H*-quinazolin-4-one;  
3-benzyl-2-(1-benzyl-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one; and  
3-benzyl-2-(1-(4-methyl-benzyl)-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one,  
or a pharmaceutically acceptable salt or solvate thereof.

10. (Withdrawn) The compound of Claim 1, selected from:

3-benzyl-2-(1-benzyl-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one; and  
3-benzyl-2-(1-(4-methyl-benzyl)-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one.

11. (Currently Amended) A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims [[1-10]] 1 to 5 or 7 to 10.

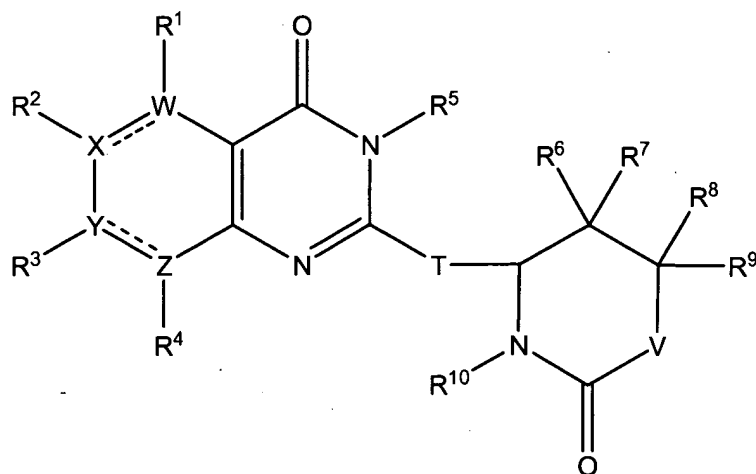
12. (Withdrawn-Currently amended) A method of treatment comprising administering an effective amount of a compound of any of Claims [[1-10]] 1 to 5 or 7 to 10 to a patient suffering from cancer ~~a cellular proliferative disease~~.

13. (Cancelled)

14. (Withdrawn-Currently amended) A method of treatment for cancer ~~a cellular proliferative disease~~ comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

15. (Currently amended) A kit comprising a compound of any of Claims [[1-10]] 1 to 5 or 7 to 10 and a package insert or other labeling including directions for treating cancer ~~a cellular proliferative disease~~ by administering an effective amount of said compound.

16. (Currently amended) A compound of the group represented by Formula II:



Formula II

where:

T is a covalent bond, alkylene, or ~~optionally~~ substituted lower alkylene;

V is a covalent bond, CR'R" or NR''';

R' and R" being independently hydrogen, hydroxy, amino, aryl, ~~optionally~~ substituted aryl, alkylamino, ~~optionally~~ substituted alkylamino, alkyl, ~~optionally~~ substituted alkyl, alkoxy, or ~~optionally~~ substituted alkoxy, and R''' being hydrogen, alkyl, ~~optionally~~ substituted alkyl, aryl, ~~optionally~~ substituted aryl, aralkyl, ~~optionally~~ substituted aralkyl, heteroaryl, ~~optionally~~ substituted heteroaryl, heteroaralkyl, or ~~optionally~~ substituted heteroaralkyl;

W, X, Y and Z are independently N, C, O, S or absent, provided that: no more than one of W, X, Y or Z is absent, no more than two of W, X, Y and Z are -N=, and W, X, Y or Z can be O or S only when one of W, X, Y or Z is absent;

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, hydroxy, alkyl, ~~optionally~~ substituted alkyl, alkoxy, ~~optionally~~ substituted alkoxy, halogen or cyano, provided that R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> or R<sup>4</sup> is absent where W, X, Y or Z, respectively, is -N=, O, S or is absent;

R<sup>5</sup> is hydrogen, alkyl, ~~optionally~~ substituted alkyl, aryl, ~~optionally~~ substituted aryl, aralkyl, ~~optionally~~ substituted aralkyl, heteroaryl, ~~optionally~~ substituted heteroaryl, heteroaralkyl, and ~~optionally~~ substituted heteroaralkyl;

R<sup>6</sup> to R<sup>9</sup> are independently hydrogen, hydroxy, alkyl, ~~optionally~~ substituted alkyl, alkoxy, ~~optionally~~ substituted alkoxy, aryl, ~~optionally~~ substituted aryl, alkylamino, or ~~optionally~~ substituted alkylamino, provided that neither R<sup>8</sup> nor R<sup>9</sup> is hydroxy or alkoxy when V is NR'''; and

R<sup>10</sup> is hydrogen, alkyl, ~~optionally~~ substituted alkyl, aryl, ~~optionally~~ substituted aryl, aralkyl, ~~optionally~~ substituted aralkyl, heteroaryl, ~~optionally~~ substituted heteroaryl, heteroaralkyl, or ~~optionally~~ substituted heteroaralkyl, or a pharmaceutically acceptable salt ~~or solvate~~ thereof, wherein "substituted" as used with regard to alkyl, aryl, aralkyl, heteroaryl and heterocyclyl refers to an alkyl, aryl, aralkyl, heteroaryl or heterocyclyl moiety wherein one or more hydrogen atoms are replaced by a substituent independently selected from the group: acyl, acyloxy, alkyl, alkoxy, alkylenedioxy, amino, alkylamino, dialkylamino, carbonylamino, benzyloxycarbonylamino, carboxamido, amidino, aryl, aralkyl, aryloxy, aralkoxy, heteroaryl, heteroaralkyl, heteroaryloxy, heteroaralkoxy, carboxy (--COOH), cyano, halogen, hydroxy, nitro, sulfanyl, sulfinyl, sulfonyl and thio..

17. (Withdrawn-Currently amended) The compound of Claim 16 comprising one or more of the following:

T is lower alkylene or ~~optionally~~ substituted lower alkylene;

V is CH<sub>2</sub>, or NR<sup>'''</sup>;

at least one of W, X, Y and Z is -N=;

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, halo, lower alkyl, substituted lower alkyl, lower alkoxy, cyano or absent;

R<sup>5</sup> is aralkyl or substituted aralkyl;

R<sup>6</sup> to R<sup>9</sup> are independently hydrogen, lower alkyl, or ~~optionally~~ substituted lower alkyl; and

R<sup>10</sup> is benzyl, ~~optionally~~ substituted benzyl, phenyl, or ~~optionally~~ substituted phenyl.

18. (Withdrawn) The compound of Claim 17 comprising one or more of the following:

T is methylene;

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or absent;

R<sup>5</sup> is benzyl or substituted benzyl;

R<sup>6</sup> to R<sup>9</sup> are hydrogen; and

R<sup>10</sup> is benzyl or p-methyl-benzyl.

19. (Withdrawn) A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 16-18.

20. (Withdrawn-Currently amended) A method of treatment comprising administering an effective amount of a compound of any of Claims 16-18 to a patient suffering from cancer ~~a cellular proliferative disease~~.

21. (Cancelled)

22. (Withdrawn-Currently amended) A method of treatment for cancer ~~a cellular proliferative disease~~ comprising administering to a patient suffering therefrom a compound of Claim 16 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.



23. (Currently amended) A kit comprising a compound of any of Claims 16-18 and a package insert or other labeling including directions for treating cancer ~~a cellular proliferative disease~~ by administering an effective amount of said compound.